IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO. 864 OF 2007

CONNECTED WITH

COMPANY APPLICATION NO. 1085 OF 2007

In the matter of Scheme of Amalgamation of MAMTA TRADELINKS (INDIA) PRIVATE LIMITED with VISHKUL LEATHER GARMENTS PRIVATE LIMITED and Their Respective Shareholders

MAMTA TRADELINKS (INDIA) PRIVATE LIMITED Transferor Company.

WITH

COMPANY PETITION NO.865 OF 2007

CONNECTED WITH

COMPANY APPLICATION NO. 1086 OF 2007

VISHKUL LEATHER GARMENTS PRIVATE LIMITED Transferee Company.

Mr. Rajesh Shah i/b Rajesh Shah & Co. for the petitioners.

Mr. S. Ramakantha Dy. O.L., in CP No. 864 of 2007.

Mr. C. J. Joy i/b S.K. Mohapatra for R.D. in C.P. No. 864 and 865 of 2007

CORAM: A.M.KHANWILKAR, J.

DATE : 14th December, 2007

PC:

1. Heard learned counsel for the parties.
2. The sanction of the Court is sought under Section 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 to a Scheme of Amalgamation of M/s Mamta Tradelinks (India) Private Limited, the Transferor Company with M/s Vishkul Leather Garments Private Limited, the Transferee Company.

3. Counsel appearing on behalf of the Petitioners have stated that they have complied with all requirements as per directions of these Hon'ble Court and they have filed necessary affidavits of compliance in the Court. However, Petitioner Company also undertakes to comply with all statutory requirements if any, as required under the Companies Act .

4. Upon perusal of the entire material placed on records, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is nor contrary to any public policy. None of the parties concerned has come forward to oppose the Scheme. Moreover, both the Regional Director and the Official Liquidator have stated that the Scheme as proposed is in the interest of share holders, creditors and the public.

5. The Counsel of the companies informs the Court that the Petitioner shall comply with the provisions of law as upheld by the courts of law.

6. There is no objection to the Scheme and since all the requisite statutory compliances have been fulfilled, Company Petition No. 864 of 2007 filed by the Transferor Company is made absolute in terms of prayer clauses (a) to (d). Company Petition No. 865 of 2007 filed by the Transferee Company is made absolute in terms of prayer clauses (a) to (c)

7. The Petitioner Companies to lodge a copy of this order and the Scheme with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same within 30 days of obtaining the certified copy and/or an authenticated copy of the order

8. The Petitioners in all the company petitions to pay cost of Rs.5000/- each to the Regional Director in all the Petitions and to the Official Liquidator by the petitioner in the Petition filed by the Transferor Company. Costs to be paid within four weeks from today.

9. Filing and issuance of the drawn up order is dispensed with. All authorities concerned to act on a copy of this order duly authenticated by the Registry.

(A. M. Khanwilkar, J.)